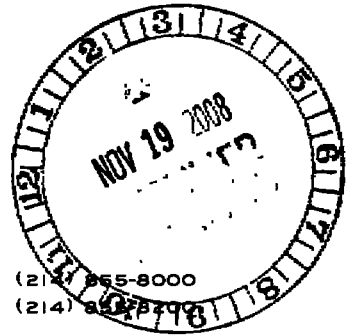


# FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
2200 ROSS AVENUE, SUITE 2800  
DALLAS, TEXAS 75201-2784  
WWW.FULBRIGHT.COM

AGRAY@FULBRIGHT.COM  
DIRECT DIAL: (214) 855-7437

TELEPHONE:  
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November 18, 2008

RECORDATION NO. 23086-6 FILED

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SURFACE TRANSPORTATION BOARD

## BY FEDERAL EXPRESS

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Re: FCOF Midwest Credit LLC  
Kasgro Rail Corp./Kasgro Leasing, LLC  
Memorandum of Assignment of Interest

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations promulgated thereunder, are two (2) executed copies of a Memorandum of Assignment of Interest, dated effective as of June 30, 2008 (the "Memorandum of Assignment"). a secondary document not previously recorded.

The parties to the Memorandum of Assignment are:

Assignor/Lender: The Huntington National Bank, a national banking association (successor by merger to Sky Bank)  
Huntington Center  
41 South High Street, HC 0733  
Columbus, Ohio 43215

Assignee/Lender: FCOF Midwest Credit LLC  
c/o Fortress Investment Group  
1345 Avenue of the Americas  
New York, New York 10020

Debtor: Kasgro Rail Corp.  
Kasgro Leasing, LLC  
320 East Cherry Street  
New Castle, PA 16102

The enclosed Memorandum of Assignment relates to the Security Agreement previously filed with the Board under Recordation Number 23086, which has been subsequently supplemented or amended six times under recordation numbers 23086-A through 23086-F. This Memorandum of Assignment should be assigned Recordation No. 23086-G.

A description of the equipment covered by the document follows:

Car Number	AAR Code	Mechanical Code	Length (feet)	Capacity (Tons)	Axles	Heavy Duty or General
LNAL 900002	F433	FD	44 3	237.5	8	Heavy Duty
LNAL 900021	F433	FM	44 3	257.5	8	Heavy Duty
LNAL 900022	F433	FM	44.3	257.5	8	Heavy Duty
LNAL 900023	F433	FM	44.3	257.5	8	Heavy Duty
LNAL 600451	F401	FM	47.8	160	8	Heavy Duty
LNAL 600452	F401	FM	47 8	160	8	Heavy Duty
LNAL 600470	F401	FM	48	167.5	8	Heavy Duty
LNAL 600471	F401	FM	48	167.5	8	Heavy Duty
LNAL 600472	F401	FM	48	167.5	8	Heavy Duty
LNAL 600473	F401	FM	48	167.5	8	Heavy Duty
LNAL 600530	F401	FM	44.3	130	8	Heavy Duty
LNAL 600531	F401	FM	44 3	100	8	Heavy Duty
LNAL 600914	F331	FD	22	97 5	4	Heavy Duty

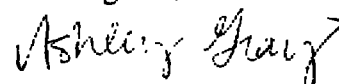
A short summary of the document to appear in the index is:

"Memorandum of Assignment of Interest, effective as of June 30, 2008, assigning the interest of The Huntington National Bank, a national banking association (successor by merger to Sky Bank) to FCOF Midwest Credit LLC in and to that certain Security Agreement, dated as of June 22, 2000 by and among Kasgro Rail Corp., Kasgro Leasing, LLC and Sky Bank."

Enclosed is a remittance in the amount of \$41.00 payable to the order of the Surface Transportation Board for the required recording fee.

Kindly return the stamped copies of the enclosed documents to the undersigned.

Best Regards,



Ashley Gray

ANG/ag  
Enclosures

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## MEMORANDUM OF ASSIGNMENT OF INTEREST SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Interest, effective as of June 30, 2008, is by and between The Huntington National Bank, a national banking association (successor by merger to Sky Bank) (the "Assignor") and FCOF Midwest Credit LLC, a Delaware limited liability company (the "Assignee").

WHEREAS, Kasgro Rail Corp., a Pennsylvania corporation, Kasgro Leasing, LLC, a Pennsylvania limited liability company (together the "Company") and the Assignor are parties to that certain Amended and Restated Loan Agreement (the "Loan Agreement") and that certain Promissory Note (the "Note"), each dated as of June 22, 2000;

WHEREAS, to secure its obligations under the Note, the Company executed that certain Security Agreement, dated as of June 22, 2000 (the "Security Agreement"), in favor of the Assignor, which was recorded with the Surface Transportation Board (the "Board") on September 7, 2000, and assigned Recordation No. 23086 with amendments thereto assigned Nos. 23086-A through 23086-F;

WHEREAS, Assignor and Assignee are parties to that certain Purchase and Sale Agreement, dated as of June 23, 2008 (as amended by that certain Amendment to Purchase and Sale Agreement executed by Assignor and Assignee as of June 30, 2008, the "Purchase and Sale Agreement"), whereby Assignor completely assigned all of its interest to Assignee, effective as of June 30, 2008, and Assignee has thereby directly assumed the position of the Assignor under the Loan Agreement, the Note, and the Security Agreement; and

IN WITNESS WHEREOF, the parties wish to show for the public record the above described assignment of interest, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first written above.

*[Signature pages follow.]*

FCOF MIDWEST CREDIT LLC

By: \_\_\_\_\_  
Name: CONSTANTINE M. DAKOLIAS  
Title: PRESIDENT

STATE OF New York )  
COUNTY OF New York )

SS:

On this 30<sup>th</sup> day of October, 2008, before me appeared Constantine Dakolias  
the person who signed this instrument, who acknowledged that (s)he is the  
President of FCOF MIDWEST CREDIT LLC, and that, being duly authorized,  
(s)he signed such instrument as a free act on behalf of said limited liability company.

Thomas Santora  
NOTARY PUBLIC for the State of \_\_\_\_\_  
Residing at \_\_\_\_\_ County  
My Commission Expires: \_\_\_\_\_

THOMAS SANTORA  
Notary Public State of New York  
No. 01SA6191079  
Qualified in New York County  
Commission Expires Aug. 4, 2012

**THE HUNTINGTON NATIONAL BANK,**  
a national banking association (successor by merger  
to Sky Bank)

By: 

Name: Suzanne R. Rinehart

Title: Senior Vice President

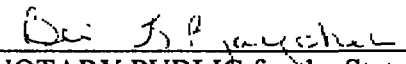
STATE OF OHIO )

)

SS:

COUNTY OF CUYAHOGA )

On this 21 day of October, 2008, before me appeared SUZANNE R.  
RINEHART, the person who signed this instrument, who acknowledged that (s)he is the  
Senior Vice President of THE HUNTINGTON NATIONAL BANK, a national banking  
association (successor by merger to Sky Bank), and that, being duly authorized, (s)he  
signed such instrument as a free act on behalf of said banking association.

  
NOTARY PUBLIC for the State of Ohio  
Residing at Lake County  
My Commission Expires: \_\_\_\_\_



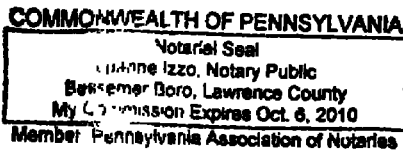
BERIL RAYCHER  
Notary Public, State of Ohio  
My Commission Expires Aug. 23, 2011  
Recorded in Lake County

KASGRO RAIL CORP.

By: Jeffrey A. Plut  
Name: Jeffrey A. Plut  
Title: Exec VP

STATE OF Pennsylvania )  
 )  
COUNTY OF Lawrence ) SS:

On this 17th day of November, 2008, before me appeared Jeffrey A. Plut, the person who signed this instrument, who acknowledged that (s)he is the Executive Vice President of KASGRO RAIL CORP., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



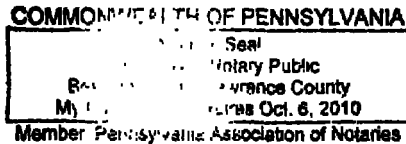
Julianne Izzo  
NOTARY PUBLIC for the State of Pennsylvania  
Residing at Lawrence County  
My Commission Expires: October 6, 2010

KASGRO LEASING, LLC

By: Jeffrey A. Plut  
Name: Jeffrey A. Plut  
Title: Exec VP

STATE OF Pennsylvania )  
 )  
COUNTY OF Lawrence ) SS:

On this 17<sup>th</sup> day of November, 2008, before me appeared Jeffrey A. Plut, the person who signed this instrument, who acknowledged that (s)he is the Executive Vice President of KASGRO LEASING, LLC, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.



Julianne Ingo  
NOTARY PUBLIC for the State of Pennsylvania  
Residing at Lawrence County  
My Commission Expires: October 06, 2010